

**CLOVERLEAF STANDARD BRED
OWNERS ASSOCIATION, INC.
BY-LAWS
(As Amended October 14, 2008)**

ARTICLE I

Name

The name of the Association shall be the Cloverleaf Standardbred Owners Association, Inc., a Maryland non-profit organization, organized for the betterment of harness racing.

ARTICLE II

Members

Section 1 --

Type of Membership

(A) Active

The following may become active members upon payment of the annual dues; all persons who are owners, trainers, drivers, breeders of standardbred and non-standardbred horses or active in harness racing and who are currently licensed, in good standing, by the Maryland Racing Commission.

(B) Honorary Members/Directors

An honorary member/director is any person so honored by the Board of Directors of this corporation at a meeting of the Board of Directors by a unanimous vote of those present.

(C) Associate Members

Any other interested person.

Section 2 --

Applications

(A) The applicant shall show that he or she has the necessary qualifications for membership and that he or she shall live up to the rules and regulations of this Association upon payment of dues.

(B) Membership may be rejected or revoked by the Board of Directors for conduct detrimental to the sport or conduct harmful to the Association.

Section 3 --

Membership Dues

Dues shall be paid in the amount set by the Board of Directors per year. Effective on the 1st of January 2007, all CSOA annual dues will be due at the beginning of the calendar year (i.e. 1 Jan). Those members that have paid their membership during the last third of 2006 (Sept., Oct., Nov. & Dec.) will not have to pay again until January 1, 2008. All other members will pay as of the beginning of the year (2007). Any member not paying within 60 days will be considered in arrears and not be considered in good standing.

Section 4 --

Voting Privileges of Members

Only Active members in good standing shall be eligible to vote at an annual or special meeting of the membership. Provided, however, that the dues of all new members must be paid at least thirty (30) days prior to the election in order that the member be eligible to vote.

ARTICLE III

Meetings

Section 1 --

Annual and Special Meetings of the Membership.

(A) Annual Meetings: An annual meeting of all members of the corporation shall be held once each calendar year at a time and place designated by the Board of Directors each year. The date of the annual meeting shall be established at least one hundred and fifty (150) days prior to the annual meeting.

(B) Special Meetings: The President or at least six (6) members of the Board of Directors may call special meetings of the membership. Special meetings may also be called by the Secretary upon written request of at least one-third (1/3) of the entire membership. Such request shall state the purpose or purposes of such meeting and the matters proposed to be acted on at such meeting. The Secretary shall inform the members requesting the special meeting of the reasonably estimated cost of preparing and mailing notice of the meeting and, upon payment to the corporation of such costs, the Secretary shall give notice stating the purpose or purposes of the meeting to all members. The time and place of such meetings shall be designated by the President within twenty (20) days of receipt of payment of the estimated cost of the meeting.

(C) Notice of Meetings: Written notice of the time and place of such meetings, annual or special, shall be served by mail upon all members not less than ten (10) days nor more than sixty (60) days before the meetings. If a ballot is required to be mailed in conjunction with the annual or special meeting, then such notice, together with the prescribed form of ballot, shall be served by mail upon all members not less than thirty (30) days before the meetings. Such notice shall be directed to the members at their addresses as recorded with the Corporation and it shall be the duty and responsibility of members to file with the Corporation their correct addresses or any changes thereof.

(D) Purpose of Meeting: The purpose of the annual meeting shall be the election of Directors and the transaction of such other business as may properly come before such meeting. At special meetings the business stated in the notice of call of the meeting shall be the only business transacted.

(E) Quorum: Upon proper notice as described in ARTICLE III Section 1(C), the Active members of the corporation present shall constitute a quorum for the transaction of business at an annual or special meeting.

Section 2 --

Adjournment of Annual or Special Meetings

Any meeting at which a quorum is present may be adjourned for such time as may be fixed by the vote of the majority of the members present in person at the meeting. At any adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the original meeting.

ARTICLE IV

Officers and Board of Directors

Section 1 --

Effective March 31, 1997, the Board of Directors of this Association shall consist of eight (8) owners, eight (8) trainers/drivers and two (2) members at large of which one will be President, one will be First Vice-President, one will be Second Vice-President, one will be Secretary and one will be Treasurer per Subsection (A) of this Article.

For the purposes of definition of this Section, (1) an owner can hold only an owner's license, or train and/or drive only horses owned by oneself or his/her spouse or child for the past two (2) years, or is a retired owner/trainer/driver; (2) a trainer/driver must be actively training and/or driving within the past two (2) years and (3) at large is open to any qualified member under Article IV, Section 1(B).

(A) The Board of Directors, at its meeting following the annual meeting of the Association, shall elect a President, First Vice-President, second Vice-President, Secretary and Treasurer. They shall hold office until the meeting of the Board of Directors next, following the next annual meeting of the Association or until their successors are elected by the Board of Directors, by a majority vote, but in no event shall any single term of office last for a period of more than thirteen (13) months. As regards the aforementioned Officers, only currently elected Directors who have served as Directors and/or Officers for a period of at least one (1) year immediately prior to that term of office for which he or she is to be elected shall be eligible to be elected. Any vacancy on the Board of Directors of an Officer through death, resignation, removal or other cause, shall be filled a succeeding meeting of the Board of Directors. Qualified incumbent Officers may be candidates to succeed themselves.

(B) The Directors shall be elected for a term of three (3) years unless elected to fill an unexpired term under Article IV, Section 3.

Beginning with the 1998 election of directors, no member may be nominated for Director unless he or she has been an Active member of the Association and a resident of Maryland for the two (2) years immediately preceding his or her nomination. For the purpose of defining the two (2) years preceding nomination, the individual shall have been deemed an Active member for two (2) consecutive years if his or her membership is paid up within (60) days after the expiration of his or her prior year's membership. Beginning with the 2001 election, nominees for the at-large seats are not required to be residents of the State of Maryland.

No person who is a member, officer or director of a competing horsemen's organization in this state, or an officer or director of a horsemen's organization outside this state, may be a member of the Board of Directors of this Association. The Maryland Standardbred Breeders Association (MSBA) is not a competing organization. Any organization that seeks or is in the process of seeking with the Maryland Racing Commission (MRC) to have an election to select the organization to represent the majority of horsemen in the State of Maryland or at any of the harness tracks in Maryland is a competing organization for the purposes of this section.

(C) The President shall appoint a Nominating Committee not less than one hundred and twenty (120) days prior to the annual meeting and said Committee shall notify all members of the Association of its nominees not less than ninety (90) days prior to the annual meeting. The Nominating Committee shall consist of five (5) members from the Board of Directors with at least two (2) members each from both the owner and trainer/driver categories. The chairman shall be appointed by the president.

Incumbent Directors may be candidates to succeed themselves. Any qualified member of the Corporation who desires to become a candidate for membership on the Board of Directors may do so by notifying the Executive Vice-President of the Corporation of such candidacy by registered or certified letter, return receipt requested, which is postmarked at least sixty (60) days before the date of the annual meeting. The notification must state the category that the member has selected. In the event there is a dispute as to the category a member is nominated to, the decision of the Nominating Committee is final as to which category a member can select.

(D) Every candidate for Director may send a photograph, position paper, and resume, not to exceed 500 words to be published in the Association's newsletter. The information must be sent by registered or certified mail, return receipt requested, and received by the Executive Vice-President at least fifty (50) days before the date of the annual meeting.

(E) Ballots

(1) If one of the purposes of any meeting is the election of members of the Board of Directors, then at least thirty (30) days prior to the voting date established by the Board of Directors, the association shall, by first-class mail, forward to each member entitled to vote, a ballot alphabetically listing the names of the candidates for membership on the Board of Directors and the number to be elected. The ballot shall be accompanied by an envelope bearing the address of the Corporation. The voting member shall indicate his choices for directors on his ballot in accordance with the instructions thereon, insert the ballot in the envelope, inscribe his signature only on the outside of the envelope, and return the envelope to the Association. The envelope must be received at the association's principal office not later than the close of business on the last business day prior to the voting date established by the Board of Directors. The Election Committee, after the ballot's authenticity has been verified, shall remove the ballot from the envelope without examining it and place it with the other ballots for counting. In lieu of mailing, a member entitled to vote may, during the one hour the polls are open immediately prior to the annual meeting, cast his vote in person. Neither proxies nor ballots hand delivered by one member for another member will be accepted.

(2) Only ballots duly and completely executed by qualified members in good standing as of the date of the annual meeting shall be valid, if received by the Election Committee in accordance with the provisions of Section 3(1) hereof.

(F) Election Committee

(1) If there is a contest for Directors, the President of the Corporation shall appoint an Election Committee of three (3) from the qualified membership in good standing to determine the validity of all ballots, within the meeting and provisions of Section 3(A) hereof, the qualifications of the members entitled to vote, and to act as inspectors and tellers of such election.

(2) The Election Committee shall open and maintain a place of registration at the designated place of meeting, and shall receive a personal ballot from any qualified member for one (1) hour immediately prior to the scheduled time of the meeting.

(3) A representative of the Corporation shall attend upon the Election Committee and have available for their use a roster of all members of the Association in good standing.

(4) Each candidate may personally, or by representative appointed by him, examine the ballots, watch the vote count, and check the report of tellers.

(5) The Election Committee shall have full power and authority to pass on any questions raised at such election.

(6) The Election Committee shall report in writing to the President giving the final vote.

(7) The candidates receiving the greatest number of votes shall be declared elected to any vacancies to be filled by the election.

(8) In case any question is raised as to the legality of such elections, the Election Committee shall take into custody the ballots cast and keep the same safely for a period of at least ninety (90) days.

(G) Start and Cessation of Terms:

Any member elected as a Director at the Annual Meeting of Meeting of the Members who is not serving as a Director at that time shall take office at the Meeting of the Board of Directors next following the Annual Meeting of Members at which the election takes place. The terms of those Directors serving at the time of the Annual Meeting of Members whose terms are subject to election and who either do not stand for reelection or who stand for reelection and are not reelected shall cease at the Meeting of the Board of Directors next following the Annual Meeting of Members.

Section 2 --

Removal of Directors

(A) By the Members

The members may, at any annual or special meeting, remove any Director, with or without cause, by a majority vote of the entire active membership (whether or not present), and may elect a successor to fill any resulting vacancy for the balance of the term of the removed

Director. Any Director whose removal is being considered by the members shall be given an opportunity to be heard at this meeting.

(B) By the Board of Directors

If any Director desires to have the Board vote on whether or not to remove any other Director, the Director desiring to remove may offer a motion, at a regularly scheduled Board Meeting, that a vote on the removal of the named Director be placed on the Agenda of the next succeeding regularly scheduled Board meeting.

If the motion is seconded and passed, the matter shall be placed on the Agenda for the next regularly scheduled Board meeting. If, at that meeting, the motion to remove receives the favorable vote of three-fourths of the entire Board of Directors (whether or not present) the Director shall be removed.

Section 3 --
Vacancies

Any vacancy on the Board of Directors for any cause other than an increase in the number of Directors, or removal by the members, may be filled by a majority vote of the remaining Directors, although such majority is less than a quorum. Any vacancy on the Board of Directors by reason of an increase in the number of Directors may be filled by a majority vote of the existing Board of Directors. A Director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of members and until his successor is elected and qualifies.

Section 4 --

The presence of one-half (1/2) of the qualified Directors and Officers in person shall be necessary to constitute a quorum for the transaction of business.

Section 5 --

The Board of Directors shall meet at least once annually. They shall also meet whenever called by the President. On the request signed by four (4) members of the Board, the President shall call a meeting of the Board within ten (10) days from the receipt of the request. Notices of all meetings of the Board shall be sent to each Director at least seven (7) days prior to meetings.

Section 6--
Duties of Officers

(A) The President shall preside at all meetings and shall be Chairman of the Board of Directors. The President shall appoint the following committees:

(1) Legislative Committee: This committee shall consist of at least four (4) members from Maryland and be responsible for any legislation this Association may deem necessary.

(2) Membership Committee: This committee shall consist of at least four (4) members and be in charge of all membership drives.

(3) Finance Committee: This committee shall consist of at least four (4) members and be in charge of all finances of this Association, and work very closely with the Treasurer, and recommend ways and means of raising money.

(4) Executive Committee: The President, two (2) Vice-Presidents, Secretary and Treasurer, shall act as an Executive Committee.

(5) Track Relations Committee: This committee shall consist of at least four (4) members and duties shall be to investigate track conditions, stable conditions, sanitary and living conditions, classification, Stake and Overnight racing for local horses, Photo Patrols and other things that may seem necessary at pari-mutuel tracks.

(B) First Vice-President: If for any reason the President is unable to perform his duties, the First Vice-President shall occupy his position and perform his duties having the same authority as the President.

(C) Secretary: The Secretary shall supervise the keeping of the minutes of the Association meetings and the Board of Director's meetings.

(D) Treasurer: The Treasurer shall serve as the Chairman of the Finance Committee.

(E) Directors: The Directors and Officers shall have the power to formulate and carry out plans for the welfare of the Association and its members.

(F) Each elected Director shall be entitled to one (1) vote. Voting on any question may be by voice vote unless the presiding officer shall order or any Director shall demand that voting be by roll call; except that Secret ballot shall be allowed for election of officers.

ARTICLE V

Amendments

Section 1 --

These By-laws may be amended or repealed by a three-quarters (3/4) vote of the Board of Directors at any meeting when a quorum exists or by a two-thirds (2/3) vote of the members present personally when a quorum exists, at a duly called meeting of the general membership, provided, however, that the notice of the meeting at which the change in the By-laws is to be acted upon shall contain a statement of the proposed change.

ARTICLE VI

National and International Association

The Board of Directors of this Association are specifically authorized and empowered to join, support and participate in the activities, programs and meetings of any national or international association of harness horsemen whereby best interests of Cloverleaf and its membership would be served and to pay such dues and assessments as may be apportioned among the associations joining such national or international associations provided, however, that Cloverleaf is equally and properly represented on the governing body of such national and international associations.

CLOVERLEAF STANDARD BRED OWNERS'
ASSOCIATION

_____ (SEAL)
Thomas Cooke, President

_____ (SEAL)
WITNESS